EXHIBIT B



December 31, 2006

STRICTLY CONFIDENTIAL

Haynes and Boone, LLP 1 Houston Center 1221 McKinney, Suite 2100 Houston, TX 77010

Attention: Lenard M. Parkins, Esq.

Dear Lenard:

Re: Delphi Corp. ("Delphi" or the "Company")

This letter agreement ("Agreement") confirms that Haynes and Boone LLP ("HaynesBoone"), as counsel to Highland Capital Management L.P. and its affiliates (collectively "Highland Capital"), who are shareholders of Delphi, has engaged Loughlin Meghji + Company ("LM+Co.") to advise and assist you and Highland Capital in connection with Delphi.

Services to be provided

LM+Co. shall perform the following services (the "Services") for HaynesBoone and Highland Capital in relation to Delphi:



Lenard M. Parkins, Esq Haynes and Boone LLP December 31, 2006



Deliverables

Materials prepared in connection with our engagement ("Deliverables") may contain factual data, the interpretation of which may change over the project term as more information or better understanding becomes available. The parties understand and acknowledge that LM+Co. will not have an obligation to update the Deliverables as part of its Services hereunder in the event of such a change. Any materials prepared by LM+Co. are solely for HaynesBoone's and Highland Capital's confidential use as it relates to this matter.

Any Deliverables that LM+Co. prepares under this agreement will be maintained as confidential and solely for the purpose of assisting HaynesBoone in giving legal advice to Highland and shall be prominently labeled "Privileged and Confidential; Attorney Work Product." Further, all work that LM+Co. performs in connection with this agreement will be construed as attorney work product. Except as may be required by law, regulation or valid judicial or administrative process, LM+Co. will not disclose to anyone, without HaynesBoone's prior written, permission, (i) the content of any oral or written communications received, (ii) any information gained from the inspection of any records or documents provided by LM+Co., or (iii) any other work product prepared by LM+Co. during the course of the performance of the services contemplated by this agreement. As part of the agreement to provide these services, LM+Co. will immediately notify HaynesBoone of (a) a request by anyone to examine, inspect or copy documents or records that were examined or prepared by LM+Co. in connection with this matter, or (b) any attempt to serve, or the actual service of, any judicial or administrative order, subpoena or summons upon LM+Co. or any of its personnel that requires the production of any documents or records related to this matter.

Limitations on Services



Lenard M. Parkins, Esq Haynes and Boone LLP December 31, 2006

Compensation for Services:

LM+Co. understands that all amounts payable as compensation for providing services hereunder will be paid directly by Highland Capital and will include the following:

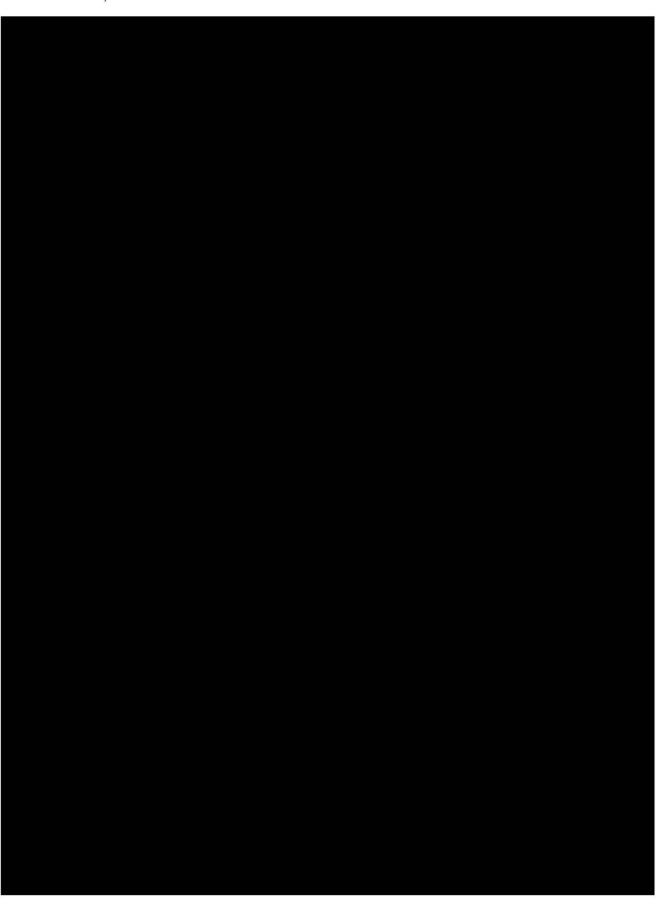
- 1. <u>Retainer</u>: Simultaneously with the execution of this Agreement, LM+Co is to receive \$150,000.00 (the "Retainer"). The Retainer is not intended to be an estimate of the fees and expenses for the engagement. Rather, LM+Co will hold the Retainer until the conclusion of the engagement, at which time the final billing shall be applied against it, with any excess being returned to Highland Capital.
- 2. <u>Monthly Fees & Out of Pocket Expenses</u>: LM+Co. shall be entitled to non-refundable professional fees at the rate of \$150,000.00 per month plus reimbursement of all reasonable out-of-pocket expenses, which will be billed on a monthly basis.



Engagement Team

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Lenard M. Parkins, Esq Haynes and Boone LLP December 31, 2006



Lenard M. Parkins, Esq Haynes and Boone LLP December 31, 2006



Very truly yours,

Loughlin Meghji + Company

By:

Mohsin Y. Meghji

Principal_

Accepted and agreed to:

Haynes and Boone, LLP

Bv:

Lenard M. Parkins

Partner

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By signing below Highland Capital Management L.P. agrees to pay the monthly fees and reasonable out-of-pocket expenses of LM+Co. described in this Agreement:

Highland Capital Management L.P.

By

Patrick H. Dangherty

Partner